1226242

FORM D



filing of a federal notice.

SEC 1972 (6-02)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated avera	ge burden
hours per respon	-

SEC USE ONLY									
Prefix		Serial							
	F F								
DA	TE RECEIV								
1º	967.5	100							

UNIFORM LIMITED OFFERING EXEMPTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
HYDROFLIGHT FOIL SUSTEMS LLC
Address of Executive Offices 14 NAIN STREET WENHAM MA 0/984 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Telephone Number (Including Area Code)
(if different from Executive Offices) SAME
Brief Description of Business
DESIGN, BUILD AND MAINTAIN PATENTED HYDROFON SYSTEM ON ALL MANNER
Type of Business Organization WATERCRAFT
Corporation fimited partnership, already formed other (please specify):
Month Year
Actual or Estimated Date of Incorporation or Organization: Actual Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)
GENERAL INSTRUCTIONS FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

			ENTIFICATION DATA			
2. Enter the information re						
· ·		suer has been organized v	• • •		· ·	
					of a class of equity securities of the	e issuer.
			f corporate general and mar	naging partners of	f partnership issuers; and	
Each general and i	managing partner (of partnership issuers.				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first,		les, c	MARLES	<i>-</i>	<u> </u>	
	2	4 MAIN S	STREET			
Business or Residence Addre		Street, City, State, Zip C	$^{\text{ode}}\mathcal{M}\mathcal{A}$	1984		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer CHARLE	Director	General and/or Managing Partner	
Full Name (Last name first,			IN STREET			,.
Business or Residence Addre	ess (Number and	Street City State Zip C	ode) MA	0198	14	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	~~~	24 MAIN	STREET			
Business or Residence Addre	ess (Number and	Street, City, State, Zip C WENHAM		0198	4	
Check Box(es) that Apply:	Promoter	Beneficial Owner MERCED 6	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	if individual)	2295	S. OCEA		ND 4517	
Business or Residence Addre	ess (Number and	Street, Gigy, State, Zip C	BEACH,	213	3480	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	f individual)					
Business or Residence Addre	ess (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	if individual)					
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, i	if individual)					
Business or Residence Addre	ess (Number and	Street, City, State, Zip C	ode)			
	(Use bla	nk sheet, or copy and use	additional copies of this s	heet, as necessary	·)	

					B. 11	NFORMAT	ION ABOU	T OFFERE	NG				
1.	Has the	issuer sold	or does t	he issuer ir	itend to se	il to non-a	ccredited i	nvestors in	this offeri	no?		Yes .	No
			, 0. 2000					2, if filing (-	***********	. 🙀	
2.	What is	the minim	um investr	nent that w	ill be acce	pted from	any individ	lua!?	**************			. s <u>S</u> Z	1,000
3.	Does th	a offaring :	ne rm it inin	ıt ownershi	n of a sina	la unit?						Yes	' No
4.				ted for each								_	ليا
	commis	sion or sim	ilar remune	eration for s sociated pe	olicitation	of purchas	ers in conn	ection with	sales of sec	urities in t	he offering	Ç.	
	or states	, list the na	me of the t	proker or de set forth the	aler. If mo	re than fiv	e (5) persor	as to be list	ed are asso				
Ful		ast name	First If ind	Sividual)									
				UNKN	OWN	AT	THIS	TIME	5/	LICER	bed c	5/0	
Bus	siness or l	Residence	Address (1	Number and	Street, Ci	ity, State, 2	Zip Code)		,				
Nar	ne of Ass	ociated Br	oker or De	aler									,
Star	tes in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers		·				
	(Check	"All States	" or check	individual	States)		***************************************	*****************				. All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD (NC	MA	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (I	ast name	first, if ind	ividual)						<u>.</u>		·····	<u> </u>
Bus	iness or	Residence	Address (Number an	d Street, C	ity, State,	Zip Code)						
Nat	ne of Ass	ociated Br	oker or De	aler									
Sta	tes in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	*****	••••••					. All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	IN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (I	ast name	first, if ind	ividual)							-		
D.,,		Davidona	Address C	N	d Samuel (in Casa	Zin Code)						
Dus	siness or	Residence	Address (Number and	a Street, C	ity, State,	Zip Code)						
Nar	ne of Ass	ociated Br	oker or De	aler									
Sta		-		s Solicited									
	(Check	"All States	" or check	individual	States)		•••••••••		•••••		•••••	. All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[D]
	MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Aiready Sold
	Debt SEQUITY 25 MEMBER UNITS IN LLC	560000	\$ \$ O
	Common Preferred		
	Convertible Securities (including warrants)	}	\$
	Partnership Interests		
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 0
	Non-accredited Investors	•	s
	Total (for filings under Rule 504 only)		s <u> </u>
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date; in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$ <u>6</u>
	Regulation A		\$ 0
	Rule 504		\$ 6
	Total		<u>s </u>
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		(s 150=
	Accounting Fees		\$
	Engineering Fees		\$6
	Sales Commissions (specify finders' fees separately)		s 50, 600
	Other Expenses (identify)		\$ 20
	Total		35150

of the adjusted gross proce			s444850
n. If the amount for any phe estimate. The total of the	eed to the issuer used or proposed to purpose is not known, furnish an este payments listed must equal the adjuster. — Question 4.b above.	timate and	
		Officers, Directors, & Affiliates	Payments to Others
			
		🗀 \$	🗆 \$
and installation of machin	nery	\$	□\$
		_	
n exchange for the assets	or securities of another		\$
s			
		\$ <u>_</u>	□s 40266
0	1		_ 08239046
LATING ELICU	SEES LONAL TOFS		70780
			36 □ s 3785t
			499850
	D. FEDERAL SIGNATURE		
king by the issuer to furnis	sh to the U.S. Securities and Exchan	ge Commission, upon wri	
FOIL SYSTER	······································	Date M	AROH 26, 2
	and installation of machinesses (including the value in exchange for the assets or) CATING EVERY TENTS & PRO Clumn totals added) Inotice to be signed by the unaking by the issuer to furning the issuer to furning the issuer to any non-accreant.	plant buildings and facilities	Payments to Officers, Directors, & Affiliates

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No Z
Saa Annandiy Column & for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

	1 01	
Issuer (Print or Type) HYCKOFUGHT FOIC SYSTEMS [C.C.	Signature / Sa	Date MARCH 26, 2003
Name (Print or Type) CHRRLES F. Coles SR	Title (Print of Type) RESIDENT	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under State (if yes, explant waiver	ification ate ULOF
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
ΑZ					· · · · · · · · · · · · · · · · · · ·				
AR							,		
CA									
со									
СТ					·				
DE									
DC									
FL					· · · · · · · · · · · · · · · · · · ·				
GA									
ні									
ID					· · · · · · · · · · · · · · · · · · ·				
IL									
IN									
IA							····		
KS							,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
KY									
LA							·····	1	
ME									
MD			25					1	
MA	V		AS WEMBERS UNITS INLL	1/500.ma	11	11	11	 	V
MI	-		1777	10-0,000					
MN				1				 	

1 State	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes, explana waiver	ification ate ULOE
	Yes			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо									
МТ									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ОК									
OR									
PA									
RI	-								
SC									
SD									
TN	-								
TX									
UT									
VT		<u></u>							
VA									
WA									
wv					-				
WI									

1		2	3			4		_	lification		
	to non-a	Intend to sell and aggregate offering price offered in state Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)		ntend to sell and aggregate offering price Type of investor and estors in State offered in state amount purchased in State						(if yes, explant waiver	ate ULOF , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											
PR											